

**LEWIS
AND
ROCA
L.L.P.**

L A W Y E R S

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5 Attorneys for USACM Liquidating Trust

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA**

In re:

USA COMMERCIAL MORTGAGE COMPANY,

USA CAPITAL REALTY ADVISORS, LLC.

**USA CAPITAL DIVERSIFIED TRUST
DEED FUND, LLC,**

**USA CAPITAL FIRST TRUST DEED
FUND, LLC,**

USA SECURITIES, LLC,

Debtors.

Case No. BK-S-06-10725-LBR
Case No. BK-S-06-10726-LBR
Case No. BK-S-06-10727-LBR
Case No. BK-S-06-10728-LBR
Case No. BK-S-06-10729-LBR

CHAPTER 11

Jointly Administered Under Case No.
BK-S-06-10725 LBR

**STIPULATION RE PROOF OF
CLAIM OF MICHAEL FAMILY
TRUST LISTED IN TWENTY-FIRST
OMNIBUS OBJECTION TO
PROOFS OF CLAIM FILED AS
SECURED**

Hearing Date: October 15, 2007
Hearing Time: 9:30 a.m.

Affects:

- All Debtors
- USA Commercial Mortgage Company
- USA Capital Realty Advisors, LLC
- USA Capital Diversified Trust Deed Fund, LLC
- USA Capital First Trust Deed Fund, LLC
- USA Securities, LLC

The USACM Liquidating Trust (the “USACM Trust”), by and through its undersigned counsel, and Alain Michael and Dawn Levy Michael, Trustees of the Michael Family Trust DTD 12/4/03 (the “Michael Trust”), stipulate:

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1 1. The Michael Trust filed proof of claim No. 10725-00276 in the amount of
2 \$180,000.00 as a secured claim.

3 2. On March 20, 2007, the USACM Trust filed its Twenty-First Omnibus
4 Objection to Proofs of Claim filed as Secured [DE 3174] objecting to the secured status of
5 Claim No. 10725-00276 filed by the Michael Trust, arguing that the proof of claim is not
6 entitled to secured status and requested that the claim be reclassified as a general
7 unsecured claim.

8 3. On March 28, 2007, the Michael Trust filed an informal response to the
9 Objection of the USACM Trust.

10 4. The hearing on the Objection and Response occurred on April 26, 2007 at
11 9:30 a.m.

12 5. On July 30, 2007, the USACM Trust filed its Motion for Summary
13 Judgment Regarding (1) Responses To the USACM Trust's First Through Thirty-Third
14 Omnibus Objections to Claims Asserting a Secured Status; (2); Responses to USACM
15 Trust's First Through Third Omnibus Objections to Claims Asserting A Priority Status;
16 And (3) Newly Alleged Secured And Priority Claims (the "Motion for Summary
17 Judgment") [DE 4291]. The Motion for Summary Judgment is scheduled for hearing
18 before this Court on October 15, 2007 at 9:30 a.m.

19 6. Upon being provided additional information, the Michael Trust has
20 conceded that the claim is not properly classified as a secured claim, and therefore
21 stipulates to the granting of the Objection as to the claim and reclassifying the claim as an
22 unsecured claim, without prejudice to additional objections at a later date.

23 7. The parties agree that the hearing on the Motion for Summary Judgment on
24 the Michael Trust proof of claim scheduled for October 15, 2007 may be vacated.

25 8. The USACM Trust reserves the right to further object to the claim, for
26 allowance and or distribution purposes on other grounds.

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8. The USACM Trust reserves the right to further object to the claim, for allowance and or distribution purposes on other grounds.

9. A proposed form of order approving the stipulation and sustaining the objection is being submitted for the Court's consideration.

DATED: 8/30, 2007.

LEWIS AND ROCA LLP

By: /s/ RC (#6593)
Susan M. Freeman, AZ 4199 (*pro hac vice*)
Rob Charles, NV 6593
Counsel for USACM Liquidating Trust

-and-

Alain Michael, Trustee of the Michael Family Trust

Dawn Levy Michael
Dawn LevyMichael, Trustee of the Michael
Family Trust